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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : I20000000257
Phone : (850)224-8870
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RE-SUBMIT
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FLORIDA PROFIT CORPORATION OR P.A.

BEAU'S, INCORPORATED

Certificate of Status	0
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CAPITAL CONNECTION

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07/16 '03 08:14 NO.677 02/05



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 14, 2003

YOUR CAPITAL CONNECTION, INC.

SUBJECT: BEAU'S, INCORPORATED
REF: W03000019730

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CAPITAL CONNECTION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BEAU'S OPERATIONS, INCORPORATED

The undersigned, for the purpose of forming a corporation under the FLORIDA GENERAL CORPORATION ACT hereby adopts the following Articles of Incorporation:

ARTICLE ONE NAME

The name of the corporation is BEAU'S OPERATIONS, INCORPORATED. The corporate mailing address is: 410 Bayfront Place, Unit #2303, Naples, Florida, 34102

ARTICLE TWO DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE PURPOSE

The corporation is created for the purposes of operating restaurants, but may transact any and all lawful business for which corporations may be incorporated under the Laws of the STATE OF FLORIDA.

ARTICLE FOUR CAPITAL STOCK

The maximum number of shares which the corporation has authority to issue is 1000, all of which shall be common share with a \$1.00 par value.

ARTICLE FIVE REGISTERED OFFICE

The street address of the initial registered office of the corporation shall be 1300 Third Street South, Suite 302-B, Naples, Florida, 34102, and the name of the initial registered agent at such address is Charles A. Murray, Esquire.

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I do hereby accept the position of REGISTERED AGENT.


Charles A. Murray
Registered Agent

ARTICLE SIX
PRE-EMPTIVE RIGHTS

The shareholders shall not have Pre-Emptive Rights.

ARTICLE SEVEN
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Scott W. Hughes, 410 Bayfront Place, Unit# 2303, Naples, Florida, 34102

ARTICLE EIGHT
INCORPORATOR

The name and address of the incorporator is:

Scott W. Hughes, 410 Bayfront Place, Unit #2303, Naples, Florida, 34102

ARTICLE NINE
AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

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TALLAHASSEE, FLORIDA

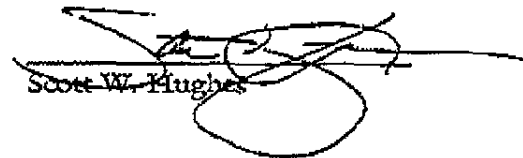
ARTICLE TEN
INDEMNIFICATION

The corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by law.

ARTICLE ELEVEN
COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Article of Incorporation.

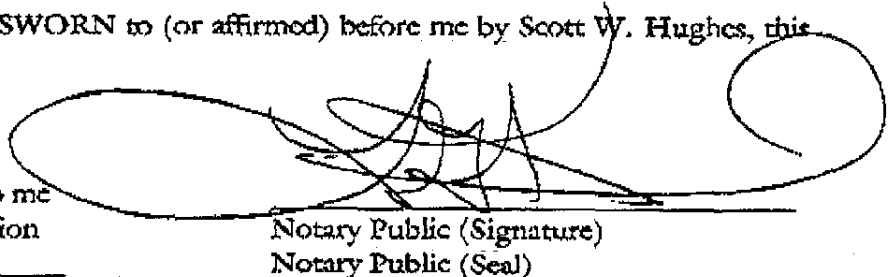
IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 10 day of July, 2003.


Scott W. Hughes

STATE OF FLORIDA
COUNTY OF COLLIER

10 th SUBSCRIBED and SWORN to (or affirmed) before me by Scott W. Hughes, this day of July, 2003.

Personally known to me
 Produced identification
Type of ID _____


Notary Public (Signature)
Notary Public (Seal)

 LISA G. KRIMMEL
MY COMMISSION # DD 108767
EXPIRES: JUL 13, 2006
Florida's Budget Notary Service

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